

MCCARTHY WILLIAM M

Form 4

November 14, 2005

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCCARTHY WILLIAM M

2. Issuer Name **and** Ticker or Trading  
Symbol  
ALBANY INTERNATIONAL  
CORP /DE/ [AIN]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O ALBANY INTERNATIONAL  
CORP., P.O. BOX 1907

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/11/2005

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Executive Vice President

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

ALBANY, NY 12201-1907

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock				(A) or (D)	Price		
			Code	V	Amount		
Class A Common Stock	11/11/2005		M	1,514	A	<u>(1)</u>	1,514 <u>(1)</u>
Class A Common Stock	11/11/2005		D	1,514	D	\$ 38.1	0
Class A Common Stock	11/13/2005		M	1,528	A	<u>(1)</u>	1,528 <u>(1)</u>
						I	by ESOP
						D	<u>(1)</u>
						D	<u>(1)</u>
						D	<u>(1)</u>

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Common  
Stock <sup>(1)</sup>

Class A

Common 11/13/2005 D 1,528 D \$ 38.1 0 D <sup>(1)</sup>  
Stock <sup>(1)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option <sup>(2)</sup>	\$ 22.25			Code V (A) (D)		Date Exercisable 05/18/1996 <sup>(3)</sup> Expiration Date 05/18/2015	Class A Common	2,500
Employee Stock Option <sup>(2)</sup>	\$ 22.25					05/14/1997 <sup>(3)</sup> 05/14/2016	Class A Common	5,000
Employee Stock Option <sup>(2)</sup>	\$ 19.375					11/04/1999 <sup>(3)</sup> 11/04/2018	Class A Common	15,000
Employee Stock Option <sup>(4)</sup>	\$ 15.6875					11/09/2000 <sup>(3)</sup> 11/09/2019	Class A Common	15,000
Employee Stock Option <sup>(4)</sup>	\$ 10.5625					11/15/2001 <sup>(5)</sup> 11/15/2020	Class A Common	10,000
Employee Stock Option <sup>(4)</sup>	\$ 20.45					11/06/2002 <sup>(6)</sup> 11/06/2021	Class A Common	20,000
Employee Stock	\$ 20.63					11/07/2003 <sup>(7)</sup> 11/07/2022	Class A Common	20,000

Option <sup>(4)</sup>

Restricted

Stock

(8)

11/13/2005

M

1,528

(8)(9)(8)(9)Class A  
Common  
Stock6,115  
(10)Units <sup>(8)</sup>

Restricted

Stock

(8)

11/11/2005

M

1,514

(8)(11)(8)(11)Class A  
Common  
Stock7,573  
(10)Units <sup>(8)</sup>

## Reporting Owners

**Reporting Owner Name / Address****Relationships**

Director

10% Owner

Officer

Other

MCCARTHY WILLIAM M  
C/O ALBANY INTERNATIONAL CORP.  
P.O. BOX 1907  
ALBANY, NY 12201-1907

Executive Vice President

## Signatures

Kathleen M. Tyrrell,  
Attorney-in-fact

11/14/2005

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Deemed acquisition and disposition to the issuer of shares of stock underlying Restricted Stock Units. No shares were actually issued or disposed.
- (2) Options granted pursuant to Company's 1992 Stock Option Plan as incentive to remain in employ of Company.
- (3) Fully exercisable.
- (4) Options granted pursuant to Company's 1998 Stock Option Plan as incentive to remain in employ of Company.
- (5) Become exercisable as to 2,000 shares on each November 15, beginning November 15, 2001.
- (6) Become exercisable as to 4,000 shares on each November 6, beginning November 6, 2002.
- (7) Become exercisable as to 4,000 shares on each November 7, beginning November 7, 2003.

- (8) Restricted Stock Units granted pursuant to the Albany International Corp. 2003 Restricted Stock Unit Plan (the "Restricted Stock Unit Plan"). Each Restricted Stock Unit entitles the holder to receive the cash equivalent of one share of Class A Common Stock at the time of vesting or, in the event that the holder elects to defer payment, at such later time elected in accordance with the Restricted Stock Unit Plan.

- (9) 1,500 Restricted Stock Units (plus related dividend units) vest on each November 13, beginning November 13, 2004.

- (10) Includes dividend units accrued on Restricted Stock Units on January 5, 2005, April 5, 2005, July 8, 2005 and October 7, 2005.

- (11) 1,500 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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